

Exhibit 12

Kevin Smith

From: Rivera, Sylvia <SRivera@mofo.com>
Sent: Friday, May 26, 2017 1:47 PM
To: Andrea P Roberts
Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsflp.com" (BSF_EXTERNAL_UberWaymoLit@bsflp.com); QE-Waymo; 'jcooper@fbm.com'; Melissa Baily
Subject: RE: Waymo v. Uber; privilege logs
Attachments: 2017.05.26 CROSS of UBER_033_with 4 10 Deleted_Priv_Log_Entries.pdf

Andrea,

As discussed during yesterday's call, attached is a chart that matches up the bates numbers of the employee attestations produced in UBER_033 to the entry from the 4.10.17 privilege log to which each document corresponds.

Sylvia

From: Rivera, Sylvia
Sent: Thursday, May 25, 2017 1:30 PM
To: 'Andrea P Roberts'
Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsflp.com" (BSF_EXTERNAL_UberWaymoLit@bsflp.com); QE-Waymo; jcooper@fbm.com; Melissa Baily
Subject: RE: Waymo v. Uber; privilege logs

Andrea,

The employee attestations are attachments to an internal, privileged Morrison & Foerster email. See Log Entry No. 1455. They do not have author information in the metadata and the author is not identifiable from the email to which they are attached. Some entries mistakenly attributed the author to "Stroz Friedberg," but the attestations actually appear on the log multiple times and are more accurately described elsewhere on entries 320 (1464) and 319 (1463), respectfully.

The attestations that were removed and were produced were non-responsive and did not belong on the privilege log of materials required by the March 16 order to be produced by March 31, which was the sole purpose of that log. They were included only because other attachments to that email were responsive.

We disagree that the privilege descriptions have "changed significantly" for documents that were removed from the 4.10.17 privilege log and re-logged at your request, we merely endeavored to be more specific in our entries as your colleagues previously requested.

I look forward to discussing further on our call.

Best,
Sylvia

From: Andrea P Roberts [<mailto:andreasroberts@quinnmanuel.com>]
Sent: Thursday, May 25, 2017 12:09 PM
To: Melissa Baily; Rivera, Sylvia
Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com); QE-Waymo; jcooper@fbm.com
Subject: RE: Waymo v. Uber; privilege logs

- External Email -

Sylvia,

Please provide the information requested below in advance of our 1:30 p.m. call with Mr. Cooper.

Thank you.

Andrea

From: Melissa Baily
Sent: Wednesday, May 24, 2017 11:52 AM
To: Rivera, Sylvia <SRivera@mofo.com>
Cc: UberWaymoMoFoAttorneys <UberWaymoMoFoAttorneys@mofo.com>; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com)' <BSF_EXTERNAL_UberWaymoLit@bsfllp.com>; QE-Waymo <gewaymo@quinnmanuel.com>; jcooper@fbm.com
Subject: RE: Waymo v. Uber; privilege logs

Apologies, now I have added Mr. Cooper back to this thread as I had intended to.

From: Melissa Baily
Sent: Wednesday, May 24, 2017 11:51 AM
To: Rivera, Sylvia <SRivera@mofo.com>
Cc: UberWaymoMoFoAttorneys <UberWaymoMoFoAttorneys@mofo.com>; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com)' <BSF_EXTERNAL_UberWaymoLit@bsfllp.com>; QE-Waymo <gewaymo@quinnmanuel.com>
Subject: RE: Waymo v. Uber; privilege logs

Sylvia,

Production volume UBER_033 contains 91 “Employee Attestations.” Based on the information you have provided, these attestations were supposedly listed in the 4.10.17 log of MoFo documents at entry nos. 334, 340-369, 371-378, 1456, 1460-1471, 1478, 1484-1513, and 1515-1522. But these entries do not appear to match the Employee Attestations that were produced.

For example, entry no. 1464 had a redacted “Sent By/Author” field – presumably that was Stroz. The “Recipients” were aferrari@mofo.com and ecrandallwhittom@mofo.com. The “Subject Matter of Communication” was “Statement reflecting communication made in confidence by Anthony Levandowski and/or John Gardner and shared pursuant to joint defense agreement . . .” But no emails between Stroz and MoFo are included in UBER_033. And none of the Employee Attestations produced was signed by “Anthony Levandowski and/or John Gardner.”

Similarly, entry no. 1463 has the same redacted “Sent By/Author” field and the same aferrari@mofo.com and ecrandallwhittom@mofo.com “Recipients” filed. The “Subject Matter of Communication” for this entry was “Statement reflecting communication made in confidence by Anthony Levandowski, Lior Ron, Don Burnette, Soren Juelsgaard, and/or Colin Sebern and shared pursuant to joint defense agreement . . .” But again, no emails between Stroz and MoFo are included in UBER_033. And none of the Employee Attestations was signed by any of Anthony Levandowski, Lior Ron, Don Burnette, Soren Juelsgaard, and/or Colin Sebern.

We also note that many descriptions of documents that have been re-logged on the basis that they were not responsive to the Court’s original expedited discovery order have changed significantly from the 4.10.17 log to the log produced with Uber_033.

Please provide – by 2 p.m. today – a chart that matches each of the 91 Employee Attestations produced (by bates number) to the associated entry in the 4/10/17 log of MoFo documents (by entry number). If Defendants’ position really is that the entries listed in the first paragraph above correspond to the Employee Attestations that were produced, we need an explanation as to how those Employee Attestations could possibly have been described the way they were in the log. This casts doubt over whether any entry on any log accurately describes any particular withheld document. This is a serious issue, and Waymo reserves all rights with respect to arguing that Defendants have waived the privileges asserted in their logs on the basis of this issue alone.

We propose discussing these issues with Mr. Cooper at 4 p.m. today if he is available. I have added Mr. Cooper back to this thread.

Thanks,
Melissa

From: Rivera, Sylvia [<mailto:SRivera@mofo.com>]
Sent: Monday, May 22, 2017 11:46 PM
To: Melissa Baily <melissabaily@quinnemanuel.com>
Cc: UberWaymoMoFoAttorneys <UberWaymoMoFoAttorneys@mofo.com>; "BSF_EXTERNAL_UberWaymoLit@bsflp.com'
(BSF_EXTERNAL_UberWaymoLit@bsflp.com)' <BSF_EXTERNAL_UberWaymoLit@bsflp.com>; QE-Waymo <gewaymo@quinnemanuel.com>
Subject: RE: Waymo v. Uber; privilege logs

Melissa,

Attached is the privilege log for documents that were removed from the 4.10.17 log of Morrison & Foerster LLP documents. It contains 63 entries. Production volume UBER_033, circulated earlier, contains 95 documents that initially were logged, including four documents that contain redactions for privilege and are listed in the attached log. The 154 entries that were removed from the 4.10.17 privilege log are thus accounted for between the attached log and the documents produced in UBER_033.

Sylvia

From: Rivera, Sylvia
Sent: Monday, May 22, 2017 2:24 PM
To: 'Melissa Baily'
Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com); jcooper@fbm.com; QE-Waymo
Subject: RE: Waymo v. Uber; privilege logs

Melissa,

Attached please find a log of the five documents that previously were removed from the privilege log of O'Melveny & Myers documents in connection with our March 31 production of materials responsive to the March 16 order. We are producing some of the documents that were removed from the privilege log of Morrison & Foerster documents – we are awaiting receipt of the production volume from our vendor this afternoon and will produce that production volume together with the log of documents previously removed that are not being produced.

Best,
Sylvia

From: Melissa Baily [<mailto:melissabaily@quinnmanuel.com>]
Sent: Friday, May 19, 2017 8:21 AM
To: Rivera, Sylvia
Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com); jcooper@fbm.com; QE-Waymo
Subject: RE: Waymo v. Uber; privilege logs

- External Email -

Sylvia,

Please confirm that all documents dated before February 25, 2016 that were previously logged will be produced on Monday. Let's add this to the items we address on this morning's 10 a.m. call with Mr. Cooper.

Thanks,

Melissa

From: Rivera, Sylvia [<mailto:SRivera@mofo.com>]
Sent: Thursday, May 18, 2017 8:17 PM
To: Melissa Baily <melissabaily@quinnmanuel.com>
Cc: UberWaymoMoFoAttorneys <UberWaymoMoFoAttorneys@mofo.com>; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com'" <BSF_EXTERNAL_UberWaymoLit@bsfllp.com>'
(BSF_EXTERNAL_UberWaymoLit@bsfllp.com)' <BSF_EXTERNAL_UberWaymoLit@bsfllp.com>; jcooper@fbm.com; QE-Waymo <gewaymo@quinnmanuel.com>
Subject: RE: Waymo v. Uber; privilege logs

Melissa,

The following entries from the 4.10.17 "Defendants' Privilege Log Associated with the March 31, 2017 Production of Documents" (Morrison & Foerster documents) were removed from the 4.27.17 log: 329-334, 336-378, 773-775, 785, 788-790, 795, 797, 806, 809, 811-813, 815, 818, 822, 824, 828, 1456, 1460-1478, 1480-1522, 1599-1605, 1621, 2055-2060, 2068, 2343-2345, 2349-2351, 2354, 2356. There are 154 entries, not 158 entries.

As stated in my May 11 email, they were removed because they were not responsive to the court's March 16 order, which was the sole subject matter of those privilege logs, and your colleagues had requested the removal of non-responsive documents. To address your concerns, for those documents and the five that were removed from the log of O'Melveny documents, by this Monday we will re-log any document that arguably is responsive to another request and will produce any documents that are not covered by the attorney-client or any other privilege.

With regard to the five documents that were removed from the log of Uber documents, attached is the stand-alone privilege log for the one entry that was removed inadvertently, as referenced in my May 11 email. We have re-confirmed that the other four documents are not responsive to any request and thus will not be re-logged.

Best,
Sylvia

From: Melissa Baily [<mailto:melissabaily@quinnmanuel.com>]
Sent: Wednesday, May 17, 2017 5:35 PM
To: Gonzalez, Arturo J.; Rivera, Sylvia; Patrick Schmidt; QE-Waymo
Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com'" <BSF_EXTERNAL_UberWaymoLit@bsfllp.com>; jcooper@fbm.com
Subject: RE: Waymo v. Uber; privilege logs

- External Email -

John, Arturo,

The documents are responsive to at least five long-pending expedited discovery requests: Faulkner 5 (documents pertaining to any due diligence reports prepared in connection with Uber's acquisition of Otto); Linaval 1 (documents related to due diligence on the acquisition); Meall 2 (documents sufficient to show the reasons Defendants required any employee(s) to sign an attestation in April 2016); Morgan 3 (documents sufficient to show the measures taken by Defendants to ensure that former Waymo employees hired by Defendants did not retain confidential Waymo information); Faulkner 6 (the forensic analysis conducted by Stroz).

Melissa

From: Gonzalez, Arturo J. [<mailto:AGonzalez@mfo.com>]

Sent: Wednesday, May 17, 2017 4:34 PM

To: Melissa Baily <melissabaily@quinnmanuel.com>; Rivera, Sylvia <SRivera@mfo.com>; Patrick Schmidt <patrickschmidt@quinnmanuel.com>; QE-Waymo <qewaymo@quinnmanuel.com>

Cc: UberWaymoMoFoAttorneys <UberWaymoMoFoAttorneys@mfo.com>; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" <BSF_EXTERNAL_UberWaymoLit@bsfllp.com> <jcooper@fbm.com>

Subject: Waymo v. Uber; privilege logs

John,

Each of the document requests referenced below has been stayed by order of Magistrate Corley (Docket 441).

Arturo J. González

Chair, Commercial Litigation and Trial Practice Group

Morrison & Foerster LLP

425 Market St. | San Francisco, CA 94105

P: 415.268.7020 | F: 415.276.7020 | C: 415.425.9548

AGonzalez@mfo.com | www.mfo.com

From: Melissa Baily [<mailto:melissabaily@quinnmanuel.com>]

Sent: Wednesday, May 17, 2017 2:10 PM

To: Rivera, Sylvia; Patrick Schmidt; QE-Waymo

Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" <BSF_EXTERNAL_UberWaymoLit@bsfllp.com>; jcooper@fbm.com

Subject: RE: Waymo v. Uber; privilege logs

- External Email -

Sylvia,

The documents you identified as having been removed from certain of Defendants' privilege logs appear to relate to the Stroz Friedberg investigation. Those documents are responsive to the Court's March 16, 2017 Order and/or at least one or more of the following requests for production: (1) Waymo's Request For Production 28, which calls for documents and communications regarding Uber's due diligence of Ottomotto; (2) Waymo's Request For Production 31, which calls

for communications between Mr. Levandowski and Uber before August 18, 2016; (3) Waymo's Request For Production 66, which calls for documents regarding Defendants' forensic analysis (4) Waymo's Request For Production 67, which calls for exhibits and attachments to the Stroz Friedberg due diligence report; and (5) Waymo's Request For Production 73, which calls for documents regarding the misappropriated materials.

By no later than tomorrow, please produce these documents or provide an amended log that includes them.

It has now been eight days since Waymo asked for an identification of the 158 entries Defendants removed from the privilege log related to Morrison & Foerster. Please identify these entries and produce the corresponding documents no later than tomorrow.

We have copied Mr. Cooper here so that we can discuss these issues at 5:30 p.m.

Thanks,
Melissa

From: Rivera, Sylvia [<mailto:SRivera@mofo.com>]
Sent: Thursday, May 11, 2017 10:19 AM
To: Melissa Baily <melissabaily@quinnmanuel.com>; Patrick Schmidt <patrickschmidt@quinnmanuel.com>; QE-Waymo <gewaymo@quinnmanuel.com>
Cc: UberWaymoMoFoAttorneys <UberWaymoMoFoAttorneys@mofo.com>; "BSF_EXTERNAL_UberWaymoLit@bsflp.com'
(BSF_EXTERNAL_UberWaymoLit@bsflp.com)' <BSF_EXTERNAL_UberWaymoLit@bsflp.com>
Subject: RE: Waymo v. Uber; privilege logs

Melissa, Patrick:

We did not add new documents to those privilege logs. In the course of meeting and conferring about the logs, your colleagues asked that we supplement the logs by removing non-responsive documents and also asked that entries be re-organized into chronological order. Per that request, we attempted to do both. They did not ask us to track and inform them what was removed. Your objection is therefore unfounded. But to facilitate your review, we will provide you the entry numbers from the original privilege logs for documents that subsequently were removed because they were non-responsive.

Entries Removed from Supplemental Privilege Log (O'Melveny custodian): 287, 288, 296, 297, 298

Entries Removed from Second Supplemental Privilege Log (Uber custodians): 48, 115, 351, 535, 536. We have determined the document at entry no. 535 was inadvertently removed from the log. It is both responsive and privileged, and we will provide you a log to re-account for that document.

We are compiling the list of entries removed from the log of Morrison & Foerster documents and will send that to you under separate cover.

Regards,
Sylvia

From: Melissa Baily [<mailto:melissabaily@quinnmanuel.com>]
Sent: Thursday, May 11, 2017 7:55 AM
To: Patrick Schmidt; Rivera, Sylvia; QE-Waymo
Cc: UberWaymoMoFoAttorneys; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com)
Subject: RE: Waymo v. Uber; privilege logs

- External Email -

Counsel, please also provide a response on this by noon today.

Thanks, Melissa

From: Patrick Schmidt
Sent: Tuesday, May 09, 2017 12:41 PM
To: Rivera, Sylvia <SRivera@mofo.com>; QE-Waymo <gewaymo@quinnmanuel.com>
Cc: UberWaymo <UberWaymo@mofo.com>; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com)
<BSF_EXTERNAL_UberWaymoLit@bsfllp.com>
Subject: RE: Waymo v. Uber; privilege logs

Sylvia,

It looks like the unredacted version of Morrison & Foerster's original privilege log contains 158 fewer entries than the original redacted version; the unredacted supplemental privilege log of O'Melveny documents contains 5 fewer entries than the original redacted version; and the unredacted second supplemental privilege log of Uber documents contains 5 fewer entries than the original redacted version. Because the order of entries has changed and Defendants are unwilling to provide native versions of its logs, it is extremely difficult for us to tell which entries have been deleted (or potentially added). Please identify which entries have been deleted (and/or added) between service of the redacted logs and the corresponding unredacted logs, confirm that the documents related to any deleted entries have been produced, and provide bates numbers.

Patrick Schmidt
Associate
Quinn Emanuel Urquhart & Sullivan, LLP
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From: Rivera, Sylvia [<mailto:SRivera@mofo.com>]
Sent: Thursday, April 27, 2017 1:31 PM
To: QE-Waymo <gewaymo@quinnemanuel.com>
Cc: UberWaymo <UberWaymo@mofo.com>; "BSF_EXTERNAL_UberWaymoLit@bsfllp.com" (BSF_EXTERNAL_UberWaymoLit@bsfllp.com)' <BSF_EXTERNAL_UberWaymoLit@bsfllp.com>
Subject: Waymo v. Uber; privilege logs

Quinn Team,

Today we forwarded unredacted, amended versions of Defendants' initial, supplemental, and second supplemental privilege logs associated with the March 31, 2017 production. We revised those logs consistent with Arturo Gonzalez's email of April 25, 2017. Among other things, we revised the log of documents at Uber (second supplemental log) to now list the individual custodians for each document and to list the author for email attachments; revised the "subject matter of communication" to more specifically address the "anticipated litigation"; revised certain entries to address your objection to use of the disjunctive "and/or"; removed from the log certain documents that were non-responsive; and attempted to place the Morrison & Foerster LLP and O'Melveny & Myers log entries in chronological order.

As noted in Mr. Gonzalez's April 25 email, for each email log entry that constitutes one email in an email string, we will review the email strings and note the names of any additional senders/recipients who are not already listed in the log entry. Given the volume of log entries, that potentially could take up to two weeks to complete for all logs. We will endeavor to provide you with the updated logs on a rolling basis. Of course, based on our review, most of the earlier emails in any email string already appear on the logs as stand-alone log entries, so you already have most of that information in the existing logs.

Last, we are attempting to address your concerns as they would apply to the supplemental log of Morrison & Foerster documents that run through the date of the filing of the complaint in this action and the stand-alone log of the investigative report. We expect to produce those tomorrow.

Regards,
Sylvia

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Waymo LLC v. Uber Technologies, Inc. et al., No. 3:17-cv-00939-WHA (N.D. Cal.)

CROSS-REFERENCE OF EMPLOYEE ATTESTATIONS PRODUCED IN UBER_033
WITH APRIL 10, 2017 PRIVILEGE LOG ENTRIES

4/10/2017 Priv Log Entry	PROD_BEG	PROD_END
334	UBER00017154	UBER00017154
340	UBER00017155	UBER00017155
341	UBER00017156	UBER00017156
342	UBER00017157	UBER00017157
343	UBER00017158	UBER00017158
344	UBER00017159	UBER00017159
345	UBER00017160	UBER00017160
346	UBER00017161	UBER00017161
347	UBER00017162	UBER00017162
348	UBER00017163	UBER00017163
349	UBER00017164	UBER00017164
350	UBER00017165	UBER00017165
351	UBER00017166	UBER00017166
352	UBER00017167	UBER00017167
353	UBER00017168	UBER00017168
354	UBER00017169	UBER00017169
355	UBER00017170	UBER00017170
356	UBER00017171	UBER00017171
357	UBER00017172	UBER00017172
358	UBER00017173	UBER00017173
359	UBER00017174	UBER00017174
360	UBER00017175	UBER00017175
361	UBER00017176	UBER00017176
362	UBER00017177	UBER00017177
363	UBER00017178	UBER00017178
364	UBER00017179	UBER00017179
365	UBER00017180	UBER00017180
366	UBER00017181	UBER00017183
367	UBER00017184	UBER00017184
368	UBER00017185	UBER00017185
369	UBER00017186	UBER00017186
371	UBER00017187	UBER00017187
372	UBER00017188	UBER00017188
373	UBER00017189	UBER00017189
374	UBER00017190	UBER00017190
375	UBER00017191	UBER00017191
376	UBER00017192	UBER00017192
377	UBER00017193	UBER00017193
378	UBER00017194	UBER00017194
1456	UBER00017195	UBER00017195
1460	UBER00017196	UBER00017196
1461	UBER00017197	UBER00017197

Waymo LLC v. Uber Technologies, Inc. et al., No. 3:17-cv-00939-WHA (N.D. Cal.)

CROSS-REFERENCE OF EMPLOYEE ATTESTATIONS PRODUCED IN UBER_033
WITH APRIL 10, 2017 PRIVILEGE LOG ENTRIES

4/10/2017 Priv Log Entry	PROD_BEG	PROD_END
1462	UBER00017198	UBER00017198
1463	UBER00017199	UBER00017199
1464	UBER00017200	UBER00017200
1465	UBER00017201	UBER00017201
1466	UBER00017202	UBER00017202
1467	UBER00017203	UBER00017203
1468	UBER00017204	UBER00017204
1469	UBER00017205	UBER00017205
1470	UBER00017206	UBER00017206
1471	UBER00017207	UBER00017207
1478	UBER00017208	UBER00017208
1484	UBER00017209	UBER00017209
1485	UBER00017210	UBER00017210
1486	UBER00017211	UBER00017211
1487	UBER00017212	UBER00017212
1488	UBER00017213	UBER00017213
1489	UBER00017214	UBER00017214
1490	UBER00017215	UBER00017215
1491	UBER00017216	UBER00017216
1492	UBER00017217	UBER00017217
1493	UBER00017218	UBER00017218
1494	UBER00017219	UBER00017219
1495	UBER00017220	UBER00017220
1496	UBER00017221	UBER00017221
1497	UBER00017222	UBER00017222
1498	UBER00017223	UBER00017223
1499	UBER00017224	UBER00017224
1500	UBER00017225	UBER00017225
1501	UBER00017226	UBER00017226
1502	UBER00017227	UBER00017227
1503	UBER00017228	UBER00017228
1504	UBER00017229	UBER00017229
1505	UBER00017230	UBER00017230
1506	UBER00017231	UBER00017231
1507	UBER00017232	UBER00017232
1508	UBER00017233	UBER00017233
1509	UBER00017234	UBER00017234
1510	UBER00017235	UBER00017237
1511	UBER00017238	UBER00017238
1512	UBER00017239	UBER00017239
1513	UBER00017240	UBER00017240
1515	UBER00017241	UBER00017241

Waymo LLC v. Uber Technologies, Inc. et al., No. 3:17-cv-00939-WHA (N.D. Cal.)

CROSS-REFERENCE OF EMPLOYEE ATTESTATIONS PRODUCED IN UBER_033
WITH APRIL 10, 2017 PRIVILEGE LOG ENTRIES

4/10/2017 Priv Log Entry	PROD_BEG	PROD_END
1516	UBER00017242	UBER00017242
1517	UBER00017243	UBER00017243
1518	UBER00017244	UBER00017244
1519	UBER00017245	UBER00017245
1520	UBER00017246	UBER00017246
1521	UBER00017247	UBER00017247
1522	UBER00017248	UBER00017248